

CHARTER
ESTABLISHING THE FEDERATION OF
NATIONAL ASSOCIATIONS OF
WOMEN IN BUSINESS IN THE COMMON MARKET FOR EASTERN AND
SOUTHERN AFRICA (COMESA)

PREAMBLE

The National Associations or Federations of Women in Business in the Common Market for Easter and Southern Africa (COMESA).

AWARE that women constitute over half of the general workforce of the sub-region and being aware of the marginal attention that hitherto has been given to their role in trade and development in COMESA activities in the last decade;

CONVINCED that development programmes in the sub-region cannot have the desired impact without full integration of women into those programmes through policy action, instruments and a framework, which involves women as active operators in all economic sectors;

COGNISANT of the constraints and impediments to the full participation and recognition of women as active operators in all fields of trade and development in the sub-region and of the problems hindering the development and expansion of enterprises owned by women;

CONVINCED that cooperation and partnership among women entrepreneurs will facilitate their access to crucial capital and other resources and enable them to participate effectively in intra-COMESA trade and investment;

MINDFUL of the need for the creation of a sub-regional forum for dialogue and exchange of ideas and experience to facilitate a definition of common problems and solution;

Recalling the decision of the Authority made on 31 January 1992 that a Federation of National Associations or Federations of Women in Business be established, pursuant to Article 15 of the COMESA Treaty, which would be the forum for the exchange of ideas and experience among women entrepreneurs; an instrument through which the appropriate portion of COMESA Women in Development Programme shall be implemented; a forum for network among women entrepreneurs and an instrument for encouraging women to set up entrepreneurs or expand existing enterprises;

DETERMINED to establish a Federation of National Associations or Federations of Women in Business:

HEREBY AGREE AS FOLLOWS:

ARTICLE 1

DEFINITIONS

In this Chapter:

“National Association” means an association or a federation **designated as a Federation of National Associations of Women in Business in the Common Market for Eastern and Southern Africa (COMESA) Chapter** composed of individual associations of women in business established for the common purpose of promoting entrepreneurial activities and interests of its members;

“Associate Member” means an organization of persons admitted to associate membership in accordance with provisions of paragraph 2 Article 3 of this Charter;

“Board” means the Board of Directors of the Federation established by Article 7 of this Charter;

“Bureau” means the Chairperson, Vice Chairperson and the Rapporteur of the General Assembly;

“Charter” means the Charter Establishing the Federation of National Associations of Women in Business in Eastern and Southern Africa;

“COMESA” means the Common Market for Eastern and Southern Africa;

“Executive Director” means the Chief Executive of the Federation provided for in Article 9 of the Charter;

“Federation” means Federation of National Associations of Women in Business in **the Common Market for Eastern and Southern Africa (COMESA)** established by Article 2 of this Charter;

“FEMCOM” means the Federation of National Associations of Women in Business in the Common Market for Eastern and Southern Africa (COMESA);

“General Assembly” means the Assembly of the Federation established by Article 6 of this Charter;

“Member” means an organization admitted to membership in accordance with the provisions of paragraph 1 of Article 3 of this Charter;

“Member states” means a member state of the Preferential Trade Area for Eastern and Southern African States;

“sub-programmes” mean sub-programmes of **COMESA** WIB programme;

“**COMESA** Created Institutions” means institutions established by **COMESA** to facilitate the implementation of specific provisions of the Treaty;

“**COMESA** Secretariat means the Secretariat of **COMESA** provided for in Article 9 of the **COMESA** Treaty;

“**COMESA** WID Unit” means the Unit set up in the **COMESA** Secretariat in charge of women in development activities of the **Common Market** for Eastern Southern African States;

“Secretariat” means the Secretariat of the Federation established by Article 9 of this Charter;

“Secretary General” means the Secretary General of **COMESA** provided for in Article 17 of the **COMESA** Treaty;

“Sub-region” means the whole area of the Common Market for Eastern and Southern African States, which compose **COMESA**;

“Treaty” means the Treaty for the Establishment of **the Common Market** Area for Eastern and Southern African States;

“WIB” means Women in Business;

“WID” means Women in Development.

ARTICLE 2

ESTABLISHMENT AND HEADQUARTERS

1. The Federation of National Associations of Women in Business in **the Common Market** for Eastern and Southern Africa is hereby established.
2. The Headquarters of the Federation shall be at such place as shall be determined by the General Assembly.

ARTICLE 3

MEMBERSHIP AND ASSOCIATE MEMBERSHIP

1. Membership

Membership of the Federation shall be open to umbrella national associations or federations of women **in business designated as in the Common Market for Eastern and Southern Africa Member States** involved in industrial, mining, commercial, agricultural, fishing and service entrepreneurial activities, howsoever styled.

Associate Membership

Associated membership shall be open to sub-regional, regional and international organizations of women with similar goals or development institutions concerned with integration of women into development activities.

ARTICLE 4

OBJECTIVES

1. It shall be the aim of the Federation to promote programmes that integrate women into trade and development activities in Eastern and Southern Africa, in particular, in the fields of industry, trade and services, agriculture, fishing, mining, energy, transport and communications, natural resources and mining, with the main objective of improving the economic conditions of women in the sub-region as well as increasing the awareness of WID issues at the policy level.
2. The functioning and development of the federation shall be reviewed in accordance with the provisions of this Charter and the **COMESA** Treaty, with the view to maintaining a high standard and quality service to members.
3. For the purposes of paragraph 1 of the Article, the Federation undertakes to:
 - (a) Serve as representative body and a link between members and **COMESA** Secretariat, the **COMESA** Policy Organs, other sub-regional, regional and international organizations, whose aim is to promote trade and development;
 - (b) Represent its members at meetings of the PTA technical committees;
 - (c) Represent the interests of members at all relevant for a with the primary objective of promoting their business interests;

- (d) Promote the establishment, in the Member States, of enterprises owned by women either wholly, or in joint venture, with partners from within the sub-region or outside the sub-region, including the expansion of existing enterprises owned by women;
- (e) Promote sub-regional and regional networking among women and enterprises owned by women to facilitate accessibility to resources and generate increased support in the Member States for enterprises owned by women;
- (f) In collaboration with the **COMESA** WIB Unit, act as a sub-regional facilitating body to identify and sensitize governments of the **COMESA** on the needs of members and also on strategies for achieving women's full integration into national and sub-regional trade and development activities;
- (g) Promote programme activities at national level similar to the **COMESA** WIB Programme activities; and
- (h) Encourage women from various business backgrounds to participate in programme activities of the federation through their national associations.

ARTICLE 5

ORGANS OF THE FEDERATION

1. The Federation shall have the following organs:

the General Assembly

the Board; and
the Secretariat.

2. The organs of the Federation shall act within the powers conferred upon them by the provisions of this Charter.

ARTICLE 6

THE GENERAL ASSEMBLY

1. The General Assembly, which shall be composed of Heads **or** Deputy Heads of members, is hereby established and shall be the supreme policy organ of the Federation. All the powers of the Federation shall, subject to the provisions of the Charter, be vested in the General Assembly.
2. Members of the General Assembly may be accompanied to meetings of the General Assembly by advisers.
3. The General Assembly shall be responsible for general policies governing the activities of the Federation.

4. Without prejudice to the provisions of paragraph 3, the General Assembly shall, in particular:
 - (a) Determine the policy of the Federation
 - (b) Determine programmes, within the context of the **COMESA** WIB Programme, whose focus shall be to encourage women to set up enterprises or expand existing enterprises and improve their economic condition, thereby increasing the awareness of WIB issues at the policy Level;
 - (c) Ensure that the Federation functions and develops in accordance with the Treaty and this Charter;
 - (d) Make recommendations to the Policy Organs of the **COMESA** regarding policy issues that affect their interests;
 - (e) determine the formula for the contributions to the budget of the Federation;
 - (f) approve the budget of the Federation and appoint members of the Board;
 - (g) consider the report of the external auditors on the accounts of the Federation;
 - (h) Consider applications for memberships or associate membership;
 - (i) Decide on applications for associate membership of the Federation to sub-regional, regional and international organizations;
 - (j) Decide on suspension or termination of membership or associate membership of a member or associate member
 - (k) Decide on termination of operations of the federation;
 - (l) Determine the location of the Headquarters of the Federation; and
 - (m) Exercise such other powers and perform such other duties as are conferred or imposed on it by this Charter.
5. The Secretary General shall, not later than twelve months after the entry into force of this Charter, call the first meeting of the General Assembly, which shall elect its Chairperson, Vice Chairperson and Rapporteur from among its members.
6. The General Assembly shall meet once every year.
7. An Extraordinary Meeting of the General Assembly may be convened at the request of the Board or at the written request of a member, provided that such written request is supported by one third of the members.
8. Officers of the General Assembly, the Chairperson, Vice Chairperson and Rapporteur, shall be elected by members for a period of one year.
9. Each member shall have one vote.
10. An associate member may participate in the meetings of the General Assembly but without the right to vote.
11. The General Assembly shall, subject to the provisions of this Charter, determine its own rules of procedure.

ARTICLE 7

THE BOARD

1. There shall be a Board composed of nine persons **elected** by the General Assembly from a list of names submitted by the members. In appointing persons to the Board, the

General Assembly shall, subject to the provisions of paragraph 2 of this Article, take into account geographical and linguistic representation.

2. The persons **to be elected** to the Board shall be reputable in the field of business management, in the provision of services to business or in other fields or activities directly or indirectly related to the programmes of the Federation.
3. Members of the Board shall hold office for a period of two years, provided that in order to ensure continuity, three of them shall be re-elected for another term of two years.
4. **Tenure of Membership for the Board shall only be renewable once.**
5. **Renewal of membership of the board shall be based on assessed satisfactory performance by the General Assembly.**
6. Upon the constitution of the Board, the Secretary General shall call the first meeting of the Board, which shall elect its Chairperson from among its members.

Board meetings

- (a) The Board shall meet at least once a year or as often as may be necessary; and
- (b) Where the Board meets more than once a year, one of the meetings shall immediately precede the annual meeting of the General Assembly.

ARTICLE 8

FUNCTIONS OF THE BOARD

The Board shall:

1.
 - (a) Keep under constant review and ensure the proper functioning and development of the Federation;
 - (b) Oversee the implementation of the provisions of this Charter;
 - (c) Responsible for such policy matters as are provided for in this Charter;
 - (d) Give directions to the Executive Director;
 - (e) Determine the Staff Rules and Financial Rules of the Federation;
 - (f) Consider reports submitted by the Executive Director on the activities of the Federation and make appropriate recommendations to the General Assembly;
 - (g) Consider the audit reports submitted to it by the external auditors and make appropriate recommendations to the General Assembly;
 - (h) Appoint members of ad-hoc committees

- (i) Approve fees for services rendered by the Federation to members or other parties;
 - (j) Approve fund raising activities for the Federation;
 - (k) Appoint staff, other than the Executive Director, to the Secretariat;
 - (l) Consider and submit, for approval of the General Assembly, the budget of the Federation; and
 - (m) Either on its own initiative or through the directives of the General Assembly, submit reports and recommendations to the General Assembly on the activities of the Federation.
2. The Board shall, subject to this Charter, determine its own rules of procedure **on the approval of the General Assembly.**

ARTICLE 9

THE SECRETARIAT

1. The Secretariat of the Federation is hereby established and shall be headed by an Executive Director. The General Assembly shall, on the recommendation of the Board, appoint the Executive Director for a period of four years.
2. The Executive Director shall be lawful representative of the Federation.
3. The Executive Director shall be responsible for the implementation of the WIB Program and shall have the power to seek assistance from the Members States, the donor community and private companies with a view to carrying out projects, provided such assistance is not subject to financial commitment by the Federation, in which case **he or** she shall first seek the approval of the Board.
4. In implementing the WIB Programme, the Executive Director shall be assisted by such other staff as the Board may determine.
5. Without prejudice to paragraph 3 of this Article, the Executive Director shall, in particular:
 - (a) Be in charge of the day-day operations of the Federation under the general supervision of the Board;
 - (b) Keep under constant review the operations of the Federation, taking into account the strategies adopted and policy directives of the Authority and Council and from

time to time make to the Board proposals aimed at promoting the achievements of the objectives of this Charter and the Treaty;

- (c) Ensure the sound management of the administration and finance of the Federation’
- (d) Mobilize financial resources for the WIB Program;
- (e) Submit to the Board, implementation plans and timetables **for** each sub-programme;
- (f) Prepare and implement the sub-programmes on:
 - (i) Identification of investment opportunities;
 - (ii) Preparation of investment project documents, project management, monitoring and evaluation;
 - (iii) Expert related market research; export promotion and strategy and contract promotion;
 - (iv) Promotion of members’ participation at trade fairs and to organize trade fairs for members;
 - (v) Enterprise level assistance and project tied training;
 - (vi) Product development and export consignment pooling;
 - (vii) Collection, processing and dissemination of technical and business Information; and
 - (viii) Resource mobilisation to set up a **revolving** loan fund and credit guarantee Scheme to assist members expand existing enterprises;
- (g) Undertake publicity campaigns on the activities of the Federation;
- (i) Advise the Federation on current developments concerning **COMESA CENTER policy**, WIB policy implementation plans and other **COMESA** activities such as trade fairs, seminars, workshops and meeting submit to the Board drafts of work programmes and budget of the Federation;
- (j) Submit to the Board audited accounts of the Federation;
- (k) Report to the Board paid and unpaid subscriptions, subventions, technical assistance, grants and other financial support received on behalf of the Federation; and

- (l) Report to the **COMESA** appropriate technical committees on the implementation progress of the WIB Programme and undertake any other activities as may be determined by the General Assembly and the Board.
- (m)
6. In the performance of their duties, the Executive Director and the staff of the Secretariat shall not seek or receive instructions from any member, bodies or authority external to the Federation. The Executive Director and the staff of the Secretariat shall refrain from actions, which may undermine their positions as international officials responsible only to the Federation.
7. Each member shall undertake to respect the international character and responsibilities of the Executive Director and the staff of the Secretariat and shall not seek to influence them in the discharge of their responsibilities.
8. The General Assembly and the Board may authorize the Executive Director to seek the assistance of COMESA Member States, other States and organizations, to co-operate with the Federation in the execution of the projects for which the Federation has obtained assistance.

ARTICLE 10

MEMBERSHIP OR ASSOCIATE MEMBERSHIP OF THE FEDERATION IN OTHER ORGANISATIONS

The Federation may be a member or associate member of any sub-regional, regional or international organization whose objectives are directly related to the objectives of the Federation.

ARTICLE 11

CO-OPERATION WITH COMESA AND OTHER ORGANISATIONS

1. The Federation shall enter into co-operation agreements with the COMESA Secretariat and COMESA created institutions for the purpose of establishing close working relationships
2. The Federation may enter into similar agreements with other organizations in furtherance of its objectives.

ARTICLE 12

RELATIONSHIP BETWEEN THE FEDERATION AND THE COMESA GENDER AND WOMEN IN BUSINESS UNIT

1. The Federation shall maintain a close working relationship with the **COMESA Gender and Women in Business** Unit to ensure that the provisions of the Treaty and the Charter are implemented.
2. The federation shall be responsible for the development and implementation of the WIB programme provided for in this Charter.
3. The **COMESA Gender and Women in Business** Unit shall, in so far as the WIB Programme is concerned, monitor the implementation of the provisions of the Treaty as well as decisions of the Authority and Council addressed to Member States.

ARTICLE 13

OBLIGATIONS OF MEMBERS

Each member shall make every effort to plan and direct its programmes with a view to creating conditions favorable for the achievements of the objectives of the Federation. In particular, each member shall:

- (a) Abide by the provisions of this Charter and co-operate in all activities to ensure the promotion and attainment of the objectives of the Federation;
- (b) Support and carry out decisions of the General Assembly and the Board;
- (c) Attend and participate in meetings of the organs of the Federation; and
- (d) Pay subscriptions and fees as **and** when required

ARTICLE 14

FINANCIAL RESOURCES

1. Financial resources of the Federation shall be derived from subscriptions payable by members' interests from capital, loans, gifts, legacies, donations and income from fundraising activities. Gifts, legacies and donations shall be accepted subject to consultations with the Chairperson of the Board, who shall report to the next meeting of the Board.

2. The Federation may, for its purposes, operate bank accounts in the country where the Headquarters are located and other countries determined by the Board.

ARTICLE 15

PAYMENT OF SUBSCRIPTIONS

1. Members shall undertake to pay such subscriptions as may be determined by the Board and approved by the General Assembly.
2. Subscriptions shall be payable in advance or due dates prescribed by the Board.
3. The Executive Director may recommend a review and increase of subscription amounts. Revised subscriptions amounts shall be adopted by two-thirds majority vote of the Board and approved by two-thirds vote of the General Assembly.

ARTICLE 16

AUDITING OF ACCOUNTS

1. The accounts of the Secretariat relating to each financial year shall be prepared in accordance with international standards and shall be audited in the following financial year by the external auditors.
2. The external auditors shall be appointed, from time to time by the Board on the proposal of the Executive Director. Such external auditors shall be based in Eastern and Southern Africa and be qualified to practice in accordance with the national laws of the Member States. The external auditors shall be of outstanding repute and integrity and shall have demonstrated a high degree of professional skills.
3. The external auditors shall act in accordance with any general or specific direction of the Board.
4. The external auditors shall determine their own rules of procedure,
5. The external auditors shall submit their report of the auditor to the Executive Director not later than six months from the expiry of the financial year to which the accounts so audited relate.
6. Upon receipt of the report of the external auditors, the Executive Director shall circulate copies thereof to every member and convene a meeting of the Board to examine the

report and to make recommendations in relation thereto before the report is submitted to the General Assembly for adoption.

ARTICLE 17

STATUS

1. The Federation shall take steps to negotiate with Members States to grant it international legal personality and corporate body status.
2. The Executive Director shall be responsible for the negotiation referred to in paragraph 1 of this Article. She shall, in addition, negotiate a Host Agreement with the Member States in whose territory the Headquarters of the Federation shall be situated.

ARTICLE 18

SUSPENSION AND REVOCATION

1. Members who in spite of reminders, are in arrears of more than two years payment of subscription, or have failed to comply with other obligations defined in this Charter, or the decisions of the General Assembly, shall, by two third majority decision of the General Assembly, be suspended from participating in the activities of the Federation for a period of one year.
2. The suspension of a member may be revoked by two-thirds majority decisions of the General Assembly.
3. Any member on suspension, who, at the end of the period provided for in paragraph 1 of this Article has not paid its arrears, shall cease to be a member of the Federation.
4. Unless otherwise directed by the General Assembly, the suspension of membership shall not exempt a member from the discharge of its financial obligations to the Federation.

ARTICLE 19

WITHDRAWAL

1. Any member wishing to withdraw from the Federation shall give to the Executive Director one year's written notice of its intention to withdraw and at the end of such a year shall, if such notice is not withdrawn, cease to be a member of the Federation.

2. During the period of one year referred to in paragraph 1 of this Article, a member wishing to withdraw from the Federation shall nevertheless observe the provisions of this Charter and shall remain liable for the discharge of its obligations under this Charter.
3. The obligations assumed by members under this Charter shall, to the extent necessary, survive the termination of membership of any member.
4. A withdrawing member shall be entitled to claim any property, assets or rights over any of the property and assets of the Federation only upon the termination of the Federation.
5. Any property and assets of the Federation situated in the territory of a Member State and is under the control of a member who has withdrawn from membership shall continue to be the property of the Federation and be available to the Federation.

ARTICLE 20

AMENDMENTS

1. This Charter may be amended by two-thirds majority decision of the General Assembly.
2. Proposals for amendments to this Charter shall be circulated among members at least 60 days prior to consideration by the General Assembly.

ARTICLE 21

SETTLEMENT OF DISPUTES

1. Any dispute between members of the Federation arising from the interpretation or application of this Charter shall be settled amicably by agreement signed by the parties concerned. Upon failure to settle such dispute, the Bureau of the General Assembly shall, within one month, appoint an Arbitration Board made up of three Eminent Persons who have experience in arbitration, whose decision shall be binding and final.
2. The Executive Director shall appoint the Eminent Persons referred to in Paragraph 1 of this Article if the Bureau fails to appoint them within a month.
3. The cost of arbitration shall be borne on an equal basis by the Federation and the parties to the dispute.

ARTICLE 22

DURATION AND DISSOLUTION

1. The Federation shall have an indefinite duration.
2. The Federation may be dissolved by the General Assembly by two-thirds majority decision.
3. The General Assembly shall establish an ad hoc committee to ensure the orderly dissolution of the Federation. Such a Committee shall include the Executive Director as a member.

ARTICLE 23

ENTRY INTO FORCE

1. This Charter shall enter into force when signed on behalf of the organizations referred to in paragraph 1 of Article 3 of the Charter representing 10 Member States of the PTA.
2. Any organizations referred to in paragraph 1 of Article 3 of this Charter desiring to join the Federation after the entry into force of this Charter shall accede to this Charter by depositing the Instrument of Accession with the depository.
3. Any organization desiring to join the Federation as associate member shall submit its application in writing to the General Assembly, through the Executive Director, who shall immediately advise members of the application. The General Assembly shall consider the application on the basis of recommendations of the Board.

ARTICLE 24

DEPOSITORY

1. The text of the Charter shall be deposited with the Secretary General **of COMESA**, who shall be notify members and associate members of the Federation of the date of entry into force of this Charter and send certified true copies of this Charter to members. The Secretary shall advise members of the Federation of dates of receipt of the Instrument of Accession.

ARTICLE 25

TRANSITIONAL PROVISIONS

Until the Federation shall have established its Secretariat, within two years after the entry into force of this Charter, the PTA Secretariat shall be the Secretariat, ad interim, of the Federation.

Done at Lusaka, in the Republic of Zambia, on the 5th day of October, in the year two thousand and six, in the English and French texts, the two texts being equally authentic.

IN FAITH WHEREOF the undersigned have placed their signatures at the end of this Charter.

.....

**FOR/L'ASSOCIATION DES FEMMES D'AFFAIRES
DUE BURUNDI**

.....

**FOR/L'ASSOCIATION DES FEMMES D'AFFAIRES
COMORIENNES**

.....

FOR/L'ASSOCIATION DES FEMMES OF AFFAIRES

DJIBOUTI

.....

**FOR/ARAB REPUBLIC OF EGYPT WOMEN IN BUSINESS
EGYPT**

.....

**FOR/ETHIOPIAN WOMEN ENTERPRENUERS
ASSOCIATION**

.....

**FOR/NATIONAL ASSOCIATION OF KENYAN WOMEN
IN BUSINESS**

.....

**FOR/WOMEN IN BUSINESS
THE GREAT SOCIALIST LIBYAN JAMAHIRIYA**

.....

**FOR/ASSOCIATION DES FEMMES ENTREPRENEUSES
DE MADAGASCAR**

.....

**FOR/ASSOCIATION DE FEMMES CHEFS D'ENTREPRISES
DE L'ILE MAURICE**

.....
Dusabemariya Solina
PRESIDENTE
**FOR/L'ASSOCIATION DES FEMMES
ENTREPRENEUSES AU RWANDA**

.....
SECRETARY
FOR/SUDAN BUSINESS WOMEN ASSOCIATION

.....
**FOR/FEDERATION OF ASSOCIATIONS OF
WOMEN IN BUSINESS OF SWAZILAND**

.....
FOUNDER AND PATRON
**FOR/UGANDA WOMEN ENTREPRENEURS
ASSOCIATION**

.....
FOR/ZAMBIA FEDERATION OF ASSOCIATIONS

OF WOMEN IN BUSINESS

.....
**FOR/FEDERATION OF ASSOCIATIONS OF
WOMEN IN BUSINESS IN ZIMBABWE**

In pursuance of the provisions of Article 24 of the Charter establishing the Federation of National Associations of Women in Business in Eastern and Southern Africa, I hereby certify the foregoing to be a true copy of the said Charter.

.....
J.O. Mwencha, MBS

.....
**SECRETARY GENERAL OF THE
PREFERENTIAL TRADE AREA FOR
EASTERN AND SOUTHERN AFRICA
STATES**

